



ENTERED
08/04/2020

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION**

In re:	§	Chapter 11
	§	
	§	
FIELDWOOD ENERGY LLC, et al.,	§	Case No. 20-33948 (MI)
	§	
Debtors.¹	§	(Jointly Administered)
	§	

ORDER (I) AUTHORIZING DEBTORS TO (A) PAY PREPETITION WAGES, SALARIES, EMPLOYEE BENEFITS, AND OTHER COMPENSATION, (B) MAINTAIN EMPLOYEE BENEFITS PROGRAMS AND PAY RELATED OBLIGATIONS, AND (C) PAY PREPETITION EMPLOYMENT AND TRAINING EXPENSES, AND (II) GRANTING RELATED RELIEF

Upon the motion, dated August 4, 2020 (the “**Motion**”)² of Fieldwood Energy LLC and its affiliated debtors in the above-captioned chapter 11 cases, as debtors and debtors in possession (collectively, the “**Debtors**”), pursuant to sections 105(a), 363(b), and 507 of the Bankruptcy Code and Bankruptcy Rules 6003 and 6004, for entry of an order (i) authorizing, but not directing, the Debtors to (a) pay all Employee Obligations, Other Compensation Obligations, and related fees, costs, and expenses incident to the foregoing, including amounts owed to third-party service providers and administrators and taxing authorities, and (b) maintain, and continue to honor and pay amounts with respect to, the Debtors’ business practices, programs, and policies for their employees as such were in effect as of the Petition Date and as such may be modified,

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, as applicable, are: Dynamic Offshore Resources NS, LLC (0158); Fieldwood Energy LLC (6778); Fieldwood Energy Inc. (4991); Fieldwood Energy Offshore LLC (4494); Fieldwood Onshore LLC (3489); Fieldwood SD Offshore LLC (8786); Fieldwood Offshore LLC (2930); FW GOM Pipeline, Inc. (8440); GOM Shelf LLC (8107); Bandon Oil and Gas GP, LLC (9172); Bandon Oil and Gas, LP (9266); Fieldwood Energy SP LLC (1971); Galveston Bay Pipeline LLC (5703); and Galveston Bay Processing LLC (0422). The Debtors’ primary mailing address is 2000 W. Sam Houston Parkway S., Suite 1200, Houston, TX 77042.

² Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to such terms in the Motion.

amended, or supplemented from time to time in the ordinary course of business, and (ii) granting related relief, all as more fully set forth in the Motion; and upon consideration of the Dane Declaration; and this Court having jurisdiction to consider the Motion and the relief requested therein pursuant to 28 U.S.C. § 1334; and consideration of the Motion and the requested relief being a core proceeding pursuant to 28 U.S.C. § 157(b); and it appearing that venue is proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409; and due and proper notice of the Motion having been provided; and such notice having been adequate and appropriate under the circumstances, and it appearing that no other or further notice need be provided; and this Court having reviewed the Motion; and this Court having held a hearing to consider the relief requested in the Motion; and all objections, if any, to the Motion have been withdrawn, resolved, or overruled; and this Court having determined that the legal and factual bases set forth in the Motion establish just cause for the relief granted herein; and it appearing that the relief requested in the Motion is necessary to avoid immediate and irreparable harm to the Debtors and their estates as contemplated by Bankruptcy Rule 6003 and is in the best interests of the Debtors and their respective estates and creditors; and upon all of the proceedings had before this Court and after due deliberation and sufficient cause appearing therefor,

IT IS HEREBY ORDERED THAT:

1. The Debtors are authorized, but not directed, pursuant to sections 105(a), 363(b), and 507 of the Bankruptcy Code, to (i) pay all obligations incurred, directly or indirectly, under or relating to the Employee Obligations, Other Compensation Obligations and related fees, costs, and expenses incident to the foregoing, including amounts owed to third-party administrators and providers and taxing authorities, in the ordinary course of business and (ii) maintain, and continue to honor and pay amounts with respect to the Debtors' business

practices, programs, and policies for their employees as such were in effect as of the Petition Dates and as such may be modified, amended, or supplemented from time to time in the ordinary course of business. The Debtors shall provide five (5) days' advance notice to the U.S. Trustee and any statutory committee appointed in these chapter 11 cases of any material changes or modifications to the programs and policies for their Employees and any new Employee compensation or Employee Benefit Plans.

2. Notwithstanding any other provision in this Order, the Debtors are authorized to continue the bonus programs described in the motion, including the Employee Bonus Programs, KERP, and the Employee Severance Obligations, in each case, in the ordinary course, including making any payments or satisfying any obligations to non-insiders with respect to the prepetition period; provided, however, that nothing in this Order shall authorize the Debtors to make any payments to "insiders" of the Debtors as that term is defined in section 101(31) of the Bankruptcy Code that implicate section 503(c) of the Bankruptcy Code without further order of this Court. The Debtors shall maintain a matrix or schedule of amounts paid pursuant to the Employee Bonus Programs and the Severance Program subject to the terms and conditions of this Order, including the following information: (a) the name of the Claimant paid; (b) the amount of the payment to such Claimant; (c) the total amount paid to the Claimant to date; (d) the payment date; and (e) the purpose of such payment. The Debtors shall provide a copy of such matrix or schedule to the U.S. Trustee and any statutory committee appointed in these chapter 11 cases every 30 days beginning upon entry of this Order.

3. The Debtors shall not make any bonus, incentive, retention, or severance payments to any "insiders" (as such term is defined in section 101(31) of the Bankruptcy Code) without further order of this Court.

4. Except with regard to that certain individual Employee owed an amount under an Existing Severance Agreement, nothing in the Order shall authorize the Debtors to make any payment to, or on behalf of, any Employee on account of wages and other compensation obligations in excess of the statutory caps set forth in sections 507(a)(4) and (5) of the Bankruptcy Code.

5. The Banks are authorized to receive, process, honor, and pay any and all checks issued, or to be issued, and electronic funds transfers requested, or to be requested, by the Debtors relating to such obligations, to the extent that sufficient funds are on deposit in the applicable bank accounts to cover such payments. The Banks are authorized to accept and rely on all representations made by the Debtors with respect to which checks, drafts, wires, or automated clearing house transfers should be honored or dishonored in accordance with this or any other order of this Court, whether such checks, drafts, wires, or transfers are dated prior to, on, or subsequent to the Petition Date, without any duty to inquire otherwise.

6. The Debtors are authorized, but not directed, to issue new postpetition checks, or effect new electronic funds transfers, and to replace any prepetition checks or electronic funds transfer requests that may be lost or dishonored or rejected as a result of the commencement of the Debtors' chapter 11 cases with respect to any prepetition amounts that are authorized to be paid pursuant to this Order.

7. Notwithstanding anything to the contrary herein, any payment to be made by the Debtors pursuant to the authority granted herein shall be subject to and in compliance with any orders entered by the Court approving the Debtors' (1) entry into any postpetition debtor in possession financing facility, including any budget and the terms of any definitive documentation in connection therewith (the "**DIP Documents**") and/or (2) authorizing the Debtors' use of cash

collateral and/or any budget in connection therewith (in either case, the “**DIP Order**”). To the extent there is any inconsistency between the terms of the DIP Order or any DIP Documents, on the one hand, and this Order, on the other hand, the terms of the DIP Order or such DIP Document, as applicable, shall control.

8. Nothing contained in the Motion or this Order or any payment made pursuant to the authority granted by this Order is intended to be or shall be deemed as (i) an admission as to the validity of any claim against the Debtors, (ii) a waiver of the Debtors’ or any party in interest’s rights to dispute the amount of, basis for, or validity of any claim, (iii) a waiver of the Debtors’ or any party in interest’s rights under the Bankruptcy Code or any other applicable nonbankruptcy law, (iv) an agreement or obligation to pay any claims, (v) a waiver of any claims or causes of action which may exist against any creditor or interest holder, (vi) an admission as to the validity of any liens satisfied pursuant to the Motion, or (vii) an approval, assumption, adoption, or rejection of any agreement, contract, lease, program, or policy under section 365 of the Bankruptcy Code.

9. The requirements of Bankruptcy Rule 6003(b) have been satisfied.

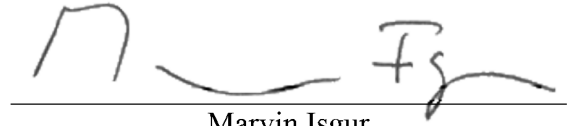
10. Notice of the Motion is adequate under Bankruptcy Rule 6004(a).

11. Notwithstanding the provisions of Bankruptcy Rule 6004(h), this Order shall be immediately effective and enforceable upon its entry.

12. The Debtors are authorized to take all actions necessary or appropriate to carry out the relief granted in this Order.

13. This Court shall retain jurisdiction to hear and determine all matters arising from or related to the implementation, interpretation, or enforcement of this Order.

Signed: August 04, 2020


Marvin Isgur
United States Bankruptcy Judge

Notwithstanding anything in this Order to the contrary, before making any payments in excess of \$25,000.00 to any individual pursuant to the Employee Bonus Program, the KERF, or the Severance Program, the Debtors shall provide five calendar days advance notice to the US Trustee and any statutory committee of (a) the job title of the claimant, (b) the amount of the proposed payment to such claimant, and (c) the proposed payment date.

United States Bankruptcy Court
Southern District of TexasIn re:
Fieldwood Energy LLC
Dynamic Offshore Resources NS, LLC
DebtorsCase No. 20-33948-mi
Chapter 11**CERTIFICATE OF NOTICE**

District/off: 0541-4

User: TylerLaws
Form ID: pdf002Page 1 of 2
Total Noticed: 22

Date Rcvd: Aug 04, 2020

Notice by first class mail was sent to the following persons/entities by the Bankruptcy Noticing Center on Aug 06, 2020.

db +Bandon Oil and Gas GP, LLC, 2000 W Sam Houston Pkwy S, Suite 1200, Houston, TX 77042-3623
 db +Bandon Oil and Gas, LP, 2000 W Sam Houston Pkwy S, Suite 1200, Houston, TX 77042-3623
 db +Dynamic Offshore Resources NS, LLC, 2000 W Sam Houston Pkwy S, Suite 1200, Houston, TX 77042-3623
 db +FW GOM Pipeline, Inc., 2000 W Sam Houston Pkwy S, Suite 1200, Houston, TX 77042-3623
 db +Fieldwood Energy Inc., 2000 W Sam Houston Pkwy S, s, Houston, TX 77042-3623
 db +Fieldwood Energy LLC, 2000 W. Sam Houston Pkwy. S., Suite 1200, Houston, TX 77042-3623
 db +Fieldwood Energy Offshore LLC, 2000 W Sam Houston Pkwy S, Suite 1200, Houston, TX 77042-3623
 db +Fieldwood Energy SP LLC, 2000 W Sam Houston Pkwy S, Suite 1200, Houston, TX 77042-3623
 db +Fieldwood Offshore LLC, 2000 W. Sam Houston Pkwy. S., Suite 1200, Houston, TX 77042-3623
 db +Fieldwood Onshore LLC, 2000 W Sam Houston Pkwy S, Suite 1200, Houston, TX 77042-3623
 db +Fieldwood SD Offshore LLC, 2000 W Sam Houston Pkwy S, Suite 1200, Houston, TX 77042-3623
 db +GOM Shelf LLC, 2000 W Sam Houston Pkwy S, Suite 1200, Houston, TX 77042-3623
 db +Galveston Bay Pipeline LLC, 2000 W Sam Houston Pkwy S, Suite 1200, Houston, TX 77042-3623
 db +Galveston Bay Processing LLC, 2000 W Sam Houston Pkwy S, Suite 1200, Houston, TX 77042-3623
 intp +Apache Corporation, Hunton Andrews Kurth LLP, Attn: Robin Russell, 600 Travis Street, Suite 4200, Houston, TX 77002-2929
 op +Prime Clerk LLC, One Grand Central Place, 60 East 42nd Street, Suite 1440, New York, NY 10165-1446
 cr +SBM Gulf Production LLC, c/o Ken Green, Snow Spence Green LLP, P O Box 549, Hockley, TX 77447-0549
 cr +Tetra Applied Technologies, Inc., c/o Zachary S. McKay, Dore Rothberg McKay, P.C., 17171 Park Row, Suite 160, Houston, TX 77084-4927

Notice by electronic transmission was sent to the following persons/entities by the Bankruptcy Noticing Center.

cr E-mail/Text: houston_bankruptcy@LGBS.com Aug 05 2020 00:49:05 Cypress-Fairbanks ISD, Linebarger Goggan Blair & Sampson LLP, C/O John P. Dillman, P.O. Box 3064, Houston, Tx 77253-3064
 cr E-mail/Text: houston_bankruptcy@LGBS.com Aug 05 2020 00:49:05 Harris County, Linebarger Goggan Blair & Sampson LLP, C/O John P. Dillman, PO Box 3064, Houston, TX 77253-3064
 cr E-mail/Text: houston_bankruptcy@LGBS.com Aug 05 2020 00:49:05 Jefferson County, Linebarger Goggan Blair & Sampson LLP, c/o John P. Dillman, P.O. Box 3064, Houston, TX 77253-3064
 cr E-mail/Text: houston_bankruptcy@LGBS.com Aug 05 2020 00:49:05 Matagorda County, Linebarger Goggan Blair & Sampson LLP, c/o John P. Dillman, Post Office Box 3064, Houston, TX 77253-3064

TOTAL: 4

***** BYPASSED RECIPIENTS (undeliverable, * duplicate) *****

cr Ad Hoc Group of Secured Lenders
 intp Cantor Fitzgerald Securities, as DIP Agent
 cr Goldman Sachs Bank USA
 cr Halliburton Energy Services, Inc.
 cr Liberty Mutual Insurance Company
 cr Renaissance Offshore, LLC
 cr The Hanover Insurance Company
 cr U.S. Department of the Interior

TOTALS: 8, * 0, ## 0

Addresses marked '+' were corrected by inserting the ZIP or replacing an incorrect ZIP.
 USPS regulations require that automation-compatible mail display the correct ZIP.

Transmission times for electronic delivery are Eastern Time zone.

I, Joseph Speetjens, declare under the penalty of perjury that I have sent the attached document to the above listed entities in the manner shown, and prepared the Certificate of Notice and that it is true and correct to the best of my information and belief.**Meeting of Creditor Notices only (Official Form 309): Pursuant to Fed. R. Bank. P. 2002(a)(1), a notice containing the complete Social Security Number (SSN) of the debtor(s) was furnished to all parties listed. This official court copy contains the redacted SSN as required by the bankruptcy rules and the Judiciary's privacy policies.**

Date: Aug 06, 2020

Signature: /s/Joseph Speetjens

District/off: 0541-4

User: TylerLaws
Form ID: pdf002Page 2 of 2
Total Noticed: 22

Date Rcvd: Aug 04, 2020

CM/ECF NOTICE OF ELECTRONIC FILING

The following persons/entities were sent notice through the court's CM/ECF electronic mail (Email) system on August 4, 2020 at the address(es) listed below:

Alfredo R Perez on behalf of Debtor Fieldwood Energy SP LLC alfredo.perez@weil.com, brenda.funk@weil.com;clifford.carlson@weil.com;justin.pitcher@weil.com;rene.olvera@weil.com;christopher.jalomo@weil.com;erin.choi@weil.com;jake.rutherford@weil.com

Alfredo R Perez on behalf of Debtor FW GOM Pipeline, Inc. alfredo.perez@weil.com, brenda.funk@weil.com;clifford.carlson@weil.com;justin.pitcher@weil.com;rene.olvera@weil.com;christopher.jalomo@weil.com;erin.choi@weil.com;jake.rutherford@weil.com

Alfredo R Perez on behalf of Debtor Fieldwood Offshore LLC alfredo.perez@weil.com, brenda.funk@weil.com;clifford.carlson@weil.com;justin.pitcher@weil.com;rene.olvera@weil.com;christopher.jalomo@weil.com;erin.choi@weil.com;jake.rutherford@weil.com

Alfredo R Perez on behalf of Debtor GOM Shelf LLC alfredo.perez@weil.com, brenda.funk@weil.com;clifford.carlson@weil.com;justin.pitcher@weil.com;rene.olvera@weil.com;christopher.jalomo@weil.com;erin.choi@weil.com;jake.rutherford@weil.com

Alfredo R Perez on behalf of Debtor Fieldwood SD Offshore LLC alfredo.perez@weil.com, brenda.funk@weil.com;clifford.carlson@weil.com;justin.pitcher@weil.com;rene.olvera@weil.com;christopher.jalomo@weil.com;erin.choi@weil.com;jake.rutherford@weil.com

Alfredo R Perez on behalf of Debtor Bandon Oil and Gas, LP alfredo.perez@weil.com, brenda.funk@weil.com;clifford.carlson@weil.com;justin.pitcher@weil.com;rene.olvera@weil.com;christopher.jalomo@weil.com;erin.choi@weil.com;jake.rutherford@weil.com

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Alfredo R Perez on behalf of Debtor Fieldwood Onshore LLC alfredo.perez@weil.com, brenda.funk@weil.com;clifford.carlson@weil.com;justin.pitcher@weil.com;rene.olvera@weil.com;christopher.jalomo@weil.com;erin.choi@weil.com;jake.rutherford@weil.com

Alfredo R Perez on behalf of Debtor Galveston Bay Pipeline LLC alfredo.perez@weil.com, brenda.funk@weil.com;clifford.carlson@weil.com;justin.pitcher@weil.com;rene.olvera@weil.com;christopher.jalomo@weil.com;erin.choi@weil.com;jake.rutherford@weil.com

Alfredo R Perez on behalf of Debtor Fieldwood Energy LLC alfredo.perez@weil.com, brenda.funk@weil.com;clifford.carlson@weil.com;justin.pitcher@weil.com;rene.olvera@weil.com;christopher.jalomo@weil.com;erin.choi@weil.com;jake.rutherford@weil.com

Alfredo R Perez on behalf of Debtor Fieldwood Energy Offshore LLC alfredo.perez@weil.com, brenda.funk@weil.com;clifford.carlson@weil.com;justin.pitcher@weil.com;rene.olvera@weil.com;christopher.jalomo@weil.com;erin.choi@weil.com;jake.rutherford@weil.com

Alfredo R Perez on behalf of Debtor Bandon Oil and Gas GP, LLC alfredo.perez@weil.com, brenda.funk@weil.com;clifford.carlson@weil.com;justin.pitcher@weil.com;rene.olvera@weil.com;christopher.jalomo@weil.com;erin.choi@weil.com;jake.rutherford@weil.com

Alfredo R Perez on behalf of Debtor Fieldwood Energy Inc. alfredo.perez@weil.com, brenda.funk@weil.com;clifford.carlson@weil.com;justin.pitcher@weil.com;rene.olvera@weil.com;christopher.jalomo@weil.com;erin.choi@weil.com;jake.rutherford@weil.com

Alfredo R Perez on behalf of Debtor Galveston Bay Processing LLC alfredo.perez@weil.com, brenda.funk@weil.com;clifford.carlson@weil.com;justin.pitcher@weil.com;rene.olvera@weil.com;christopher.jalomo@weil.com;erin.choi@weil.com;jake.rutherford@weil.com

Brandon Kevin Bains on behalf of Creditor The Hanover Insurance Company bbains@1-llp.com, langleyllp@ecf.courtdrive.com;lmurphy@1-llp.com;tlanglellp@1-llp.com

Brandon Kevin Bains on behalf of Creditor Liberty Mutual Insurance Company bbains@1-llp.com, langleyllp@ecf.courtdrive.com;lmurphy@1-llp.com;tlanglellp@1-llp.com

Brian A. Baker on behalf of Creditor Renaissance Offshore, LLC brian.baker@stacybakerlaw.com

Catherine Diktaban on behalf of Interested Party Apache Corporation cdiktaban@hantonak.com

Charles A Beckham, Jr on behalf of Interested Party Cantor Fitzgerald Securities, as DIP Agent beckhamc@haynesboone.com, kenneth.rusinko@haynesboone.com

Charles A Beckham, Jr on behalf of Creditor Ad Hoc Group of Secured Lenders beckhamc@haynesboone.com, kenneth.rusinko@haynesboone.com

Douglas Saul Friedman on behalf of Creditor Renaissance Offshore, LLC doug.friedman@stacybakerlaw.com

Hector Duran, Jr on behalf of U.S. Trustee US Trustee Hector.Duran.Jr@usdoj.gov

Jeffrey D. Carruth on behalf of Creditor Halliburton Energy Services, Inc. jcarruth@wkpz.com, jcarruth@aol.com;atty_carruth@trustesolutions.com;carruthjr87698@notify.bestcase.com

John P Dillman on behalf of Creditor Matagorda County houston_bankruptcy@publicans.com

John P Dillman on behalf of Creditor Harris County houston_bankruptcy@publicans.com

John P Dillman on behalf of Creditor Jefferson County houston_bankruptcy@publicans.com

John P Dillman on behalf of Creditor Cypress-Fairbanks ISD houston_bankruptcy@publicans.com

Kenneth P. Green on behalf of Creditor SBM Gulf Production LLC kgreen@snowspencelaw.com, janishherrill@snowspencelaw.com;theresaadkins@snowspencelaw.com;lauraterrell@snowspencelaw.com

Matthew J. Pyeatt on behalf of Creditor Goldman Sachs Bank USA mpyeatt@velaw.com

Richard A. Kincheloe on behalf of Creditor U.S. Department of the Interior Richard.Kincheloe@usdoj.gov, caseview.ecf@usdoj.gov;sonja.mccoy@usdoj.gov;sydnie.kempen@usdoj.gov;Nicole.robbins@usdoj.gov;rhu.ma.romero@usdoj.gov;USATXS.Bankruptcy-ECF@usdoj.gov

Stephen Douglas Statham on behalf of U.S. Trustee US Trustee stephen.statham@usdoj.gov

US Trustee USTPRegion07.HU.ECF@USD0J.GOV

Zachary S McKay on behalf of Creditor Tetra Applied Technologies, Inc. zmckay@dorelawgroup.net, chymel@dorelawgroup.net

TOTAL: 33